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- and -

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Attorneys for Defendant SanDisk Corporation

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
DAN HARKABI,
GIDON ELAZAR,

Plaintiffs,

vs.

SANDISK CORPORATION,

Defendant.

-----x
Index No. 08-CV-8203 (WHP)(THK)

ECF Case

**STIPULATION AND
AGREED ORDER FOR
SUBSTITUTION OF COUNSEL**

WHEREAS, on September 23, 2008, Plaintiffs Dan Harkabi and Gidon Elazar commenced this action (the "Action") against Defendant SanDisk Corporation ("SanDisk");

WHEREAS, O'Melveny & Myers LLP ("O'Melveny") has represented SanDisk in the Action; and

WHEREAS, O'Melveny and SanDisk have agreed that O'Melveny may withdraw as counsel in this Action and be substituted as counsel of record by Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden, Arps").

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned, that Skadden, Arps be substituted in the place of O'Melveny as counsel of record for SanDisk.

Dated: September 20, 2010
New York, New York

O'MELVENY & MYERS LLP

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SKADDEN, ARPS, SLATE,
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SO ORDERED:

United States District Judge

September ___, 2010
New York, New York

SO ORDERED:

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WILLIAM H. PAULEY III U.S.D.J.
WILLIAM H. PAULEY III U.S.D.J.

9/23/10